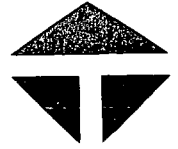


0100788-030

# TRINITY INDUSTRIES LEASING COMPANY

*A Subsidiary of Trinity Industries, Inc.*



RECORDATION NO. 18075-N, O, P, Q FILED 1995

September 25, 1995 SEP 20 1995 11 00 AM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Recordation, Room 2311

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 10)

RECEIVED  
OFFICE OF THE  
SECRETARY  
SEP 25 11 43 AM '95  
LICENSING BRANCH

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of September 25, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A., as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated September 25, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 25, 1995, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 25, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Fourth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075 on December 31, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 18075-A and 18075-B, respectively. and the Third Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075-J on March 28, 1994, along with Assignment and Bill of Sale under Recordation Nos. 18075-K and 18075-L, respectfully.

Counters - Michael Peters

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 43 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Fourth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fourth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fourth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of September 25, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Forty One (41) railroad cars, and (ii) Assignment, a primary document, dated September 25, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering Forty One (41) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 25, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fourth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 25, 1995, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of December 30, 1992 referred to above.

Very truly yours,



Alice D. Buchanan  
Paralegal

Enclosures

**EXHIBIT A**

1. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
34	2950 cu. ft. Lo Covered Hopper Cars	ERCX 9651 - 9684

2. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Excel Corporation, a wholly-owned subsidiary of Cargill, Inc., covering the following described railroad cars (Partial Rider 20):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	25,498 Gal. 111A100W1 Tank Cars	TILX 16169 - 16175

**EXHIBIT B**  
**DESCRIPTION OF TRUST EQUIPMENT**

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
34 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9651 - 9684	1/95
7 Tank Cars	111A100W1	25, 498 Gal.	TILX 16169 - 16175	9/95

**EXHIBIT B**  
**DESCRIPTION OF TRUST EQUIPMENT**

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
34 Hopper Cars	Lo	2,950 cu ft.	ERCX 9651 - 9684	1/95

BILL OF SALE

NATIONSBANK OF TEXAS, N.A.,  
AS TRUSTEE  
TO

(Series 10-4)  
REGISTRATION NO. 18075-8 FILED 1495  
SEP 28 1995 11 50 AM

MISSISSIPPI COMMERCE COMMISSION

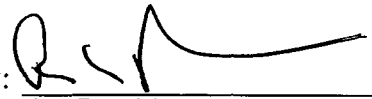
TRINITY INDUSTRIES LEASING COMPANY

NationsBank of Texas, N.A., as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of December 30, 1992 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated September 25, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 43 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Twelve (12) railcars covered by the existing Lease Agreement dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company (Partial Rider 3); Thirty One (31) railcars covered by the existing Lease Agreement dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company (Partial Rider 4) as described on Exhibit B to the Agreement together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 25th day of September, 1995.

NATIONSBANK OF TEXAS, N.A.

By:   
Vice President

Attest:

  
Assistant Vice President

STATE OF TEXAS

§  
§  
§

COUNTY OF DALLAS

On this 25th day of September, 1995, before me personally appeared Robert Patterson, to me personally known, who being by me duly sworn, says that he is the Vice President of NationsBank of Texas, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan  
Signature of Notary Public

My Commission Expires:

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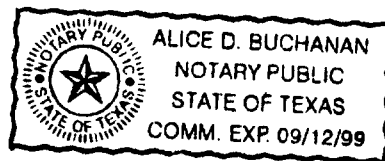


EXHIBIT A

1. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company covering the following described railroad cars (Partial Rider 3):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
12	5,851 Cu. Ft. LO Covered Hopper Cars	TILX059000-059002,059006 059008,059015,059028 059039,059051,059055 059063,059065

2. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company covering the following described railroad cars (Partial Rider 4):

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
31	5,851 cu. ft. LO Covered Hopper Cars	TILX059110,059124 059175,059218,059219 059243-059258 059260-059269



**EXHIBIT B**  
**DESCRIPTION OF TRUST EQUIPMENT**

<u>QUANTITY AND TYPE</u>	<u>CLASS</u>	<u>CAPACITY</u>	<u>INITIALED CAR NUMBERS</u>	<u>EARLIEST SERVICE</u>
12 Hopper Cars	LO	5,851 cu.ft.	TILX059000-059002,059006 059008,059015,059028 059039,059051,059055 059063,059065	12/92
31 Hopper Cars	LO	5,851 cu.ft.	TILX059110,059124 059175,059218,059219 059243-059258 059260-059269	07/93